

Exhibit 2

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
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:
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
-----X

SKADDEN, ARPS, BLATE,
MEAGHER & FLOM

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF)
) ss:
COUNTY OF)

William R. Schulz , being duly sworn, deposes and says:

1. I am a principal of Foster, Swift, Collins & Smith, P.C. ("FSCS") which firm maintains offices at 313 S. Washington Square, Lansing, Michigan 48933.

2. Neither I, "FSCS", nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. "FSCS", has represented and advised the Debtors in Michigan with respect to a broad range of aspects of the Debtors' businesses.

4. The Debtors have requested, and "FSCS" has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and "FSCS" proposes, to render the following services to the Debtors:
Litigation Defense

5. "FSCS"'s current fee arrangement is hourly.

6. Except as set forth herein, no promises have been received by "FSCS" or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

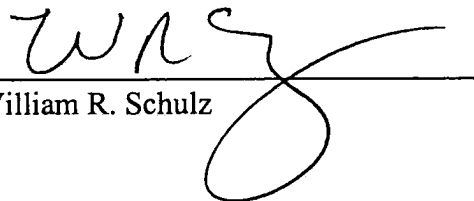
7. "FSCS" has no agreement with any entity to share with such entity any compensation received by "FSCS".

8. "FSCS" and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. "FSCS" does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, "FSCS", nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which "FSCS" is to be engaged.

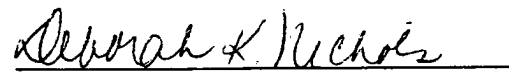
10. The foregoing constitutes the statement of "FSCS" pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFLIANT SAYETH NOT



William R. Schulz

Subscribed and sworn before me
this 28th day of, November, 2005



Notary Public

DEBORAH K. NICHOLS
Notary Public, Eaton County, MI
My Comm. Expires Sept. 21, 2006

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
-----X

PROOF OF SERVICE

I hereby certify that on December 6, 2005, I served a copy of the Affidavit of Legal Ordinary

Course Professional on the following:

Delphi Corporation
Attn: General Counsel
5725 Delphi Drive
Troy, MI 48098

Latham & Watkins
Attn: Mark A. Broude, Esq.
885 Third Avenue
New York, NY 10022

Skadden, Arps, Slate, Meagher & Flom
Attn: John Wm. Butler, Jr., Esq.
333 West Wacker Drive, Suite 2100
Chicago, IL 60606

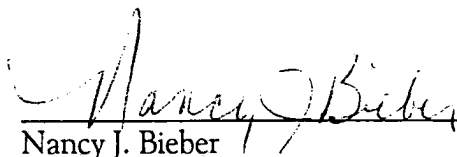
Simpson, Thacher & Bartlett LLP
Attn: Marissa Wesley, Esq.
425 Lexington Avenue
New York, NY 10017

U.S. Trustee
Attn: Alicia M. Leonhard, Esq.
33 Whitehall Street, Suite 2100
New York, NY 10044

Davis Polk & Wardell
Attn: Marlane Melican, Esq.
450 Lexington Avenue
New York, NY 10017

by First Class Mail.

The above statements are true to the best of my knowledge, information, and belief.


Nancy J. Bieber